FINAL FORM D AS OF SEPTEMBER 24, 2002

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

081631)

OMB APPROVAL
OMB Number: 3235-0076
Expires: December 31, 1996
Estimated average burden
hours per response. 16.00

SEC USE ONLY							
Prefix	Serial						
DATE RECEIV	/ED						

Name of Offering (:) check if this is an amendment and name has changed, and indicate change.) ALLIANCE PETROLEUM CORPORATION 2002-A PRIVATE DRILLING PROGRAM	
Filing Under (Check box(es) that apply):	
Type of Filing: 🖔 New Filing 🔾 Amendment	184 342 111 1
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) ALLIANCE PETROLEUM CORPORATION 0205974	3
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area C	Code)
4150 BELDEN VILLAGE AVE NW STE. 410, CANTON, OH 44718-2553 330-493-0440	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area C tif different from Executive Offices)	Code)
Brief Description of Business	
	ROCESSE
	OCT 9 2002
Type of Business Organization Corporation Dimited partnership, already formed	• •
D business trust Continued partnership, aready formed Other (please specify):	THOMSON FINANCIAL
Month Year	
Actual or Estimated Date of Incorporation or Organization: 0 8 0 2 Actual SEstimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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uil Name Ker usiness of 241 ame of A Ame ates in V (Check ' [AL] [IL] [MT] [RI] uil Name asiness of ame of A ates in W (Check ' [AL]	e (Last name), Javinny, Javinn	me first, if Ck ee Address ee Count Broker or Investo son Listed s'' or chee [AZ] [IA] [SD] me first, if ee Address Broker or on Listed s'' or chee [AZ]	(Number Try Cour Dealer Ors Co. Has Solici k individual [KS] [NH] [TN] individual (Number Dealer Has Solici k individual	and Street ited or Interest (ICA) [KY] [TX] and Street ted or Interest (ICA)	ends to So [CO] [LA] [UT] City, Sta	licit Purch [CT] [ME] [VT]	ode) finasers [DE] [MD] [VA] ode) assers	[DC]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	(HI) (MS) (OR) (WY)	□ All St	
uil Name Ker usiness of 241 ame of A Ame ates in V (Check ' [AL] [IL] [MT] [RI] all Name asiness of ares in W	e (Last name), Javinny, Javinn	me first, if Ck ee Address ee Count Broker or Investo son Listed s'' or chee [AZ] [NV] [SD] me first, if ee Address Broker or on Listed s'' or chee '' or chee	(Number CO.) Dealer Dealer (KS) (KS) (TN) individual (Number Dealer Dealer (Number (Number Dealer (Number	and Street ited or Interest (CA) (CA) (TX) (TX) and Street ted or Interest (TX)	ends to So [CO] [LA] [NM] [UT]	licit Purch	ode) finasers [DE] [MD] [NC] [VA]	(DC) [MA] [ND] [WA]	[FL] [Mi] [OH] [WV]	[GA] [MN] [OK] [WI]	(HI) (MS) (OR) (WY)	TAIL SE [ID] [MO] [PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.) $\stackrel{\bullet}{3}$ of 8

	of securities included in this offering and the total amount	•	
check this box and indicate in the co	'none' or "zero." If the transaction is an exchange offering, blumns below the amounts of the securities offered for exchange		
and already exchanged. Type of Security		Aggregate Offering Price	
		o .	
	· · · · · · · · · · · · · · · · · · ·	S	3
	Common Preferred		
Convertible Securities (including	warrants)		<u> </u>
Partnership Interests	,	\$ 3,000,000	s 894,705.00
Other (Specify)	\$	S
Total		s_3,000,000	s 894,705
Answer also in Appe	ndix, Column 3, if filing under ULOE.		
offering and the aggregate dollar amo	on-accredited investors who have purchased securities in this unts of their purchases. For offerings under Rule 504, indipurchased securities and the aggregate dollar amount of their 0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors THROUG	H SEPTEMBER 20, 2002	19	s 829,472
Non-accredited Investors		4	s 65,233
Total (for filings under Ri	uie 504 only)		\$
•	ndix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Ru ties sold by the issuer, to date, in offer	the 504 or 505, enter the information requested for all securings of the types indicated, in the twelve (12) months prioring. Classify securities by type listed in Par C - Question 1.	Type of	Dollar Amount
Type of offering		Security	Sold
Rule 505			S
Regulation A			S
•			S
Total			s
	es in connection with the issuance and distribution of the		
securities in this offering. Exclude amo The information may be given as subje	bunts relating solely to organization expenses of the issuer. ct to future contingencies. If the amount of an expenditure is check the box to the left of the estimate.		
Transfer Agent's Fees			\$
Printing and Engraving Costs		x	\$_8,000
			\$_1,000
	· · · · · · · · · · · · · · · · · · ·		s150
			\$
•	s' fees separately)		S
	ble Drilling Costs		s 243,000
Total		v .	,252,150
LOTAL			·

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate of tion 1 and total expenses furnished in response "adjusted gross proceeds to the issuer."	to Part C - Question	4.a. This differe	nce is th	c ĭ		<u>s 1,407,85</u>
5.	Indicate below the amount of the adjusted gross used for each of the purposes shown. If the am estimate and check the box to the left of the estim the adjusted gross proceeds to the issuer set for	ount for any purpose late. The total of the p	is not known, I syments listed n	urnish ar nust equa	i .	5. , &	Payments To Others
	Salaries and fees			= s	· }	0	S
	Purchase of real estate						5
	Purchase, rental or leasing and installation of						S
	Construction or leasing of plant buildings an	•					
	Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)	e assets or securities o	f another				
	Repayment of indebtedness	• • • • • • • • • • • • • • • • • • • •	•••••		· · · · · · · · · · · · · · · · · · ·	_ =	\$
	Working capital						
	Other (specify): Intangible well co	osts and compl	etions	C s.		<u>*</u>	<u>s1,387,850</u>
	costs.						
				🗆 s.			S
	Column Totals		• • • • • • • • • • • • • • • • • • • •	XI \$_	20,000	&	s 1,387,850
	Total Payments Listed (column totals added)		• • • • • • • • • • • • • • • • • • • •	1.	₹ s	1,407	<u>, 850</u>
		D. FEDERAL SIGNA	TURE				
ilc	issuer has duly caused this notice to be signed by twing signature constitutes an undertaking by the it of its staff, the information furnished by the is	issuer to furnish to the	U.S. Securities	and Exc	hange Com	mission,	upon written re-
u	r (Print or Type) ALLIANCE PETROLEUM CORPORATION	Signature	n W W	2:00	[.	9/2	4/2002
	e of Signer (Print or Type)	Title of Signer (Prin					
	John W. Miller	President					

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE
1	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions. Yes No of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
ALLIANCE PETROLEUM CORPORATION	John W. miller	9/24/2002
Name (Print or Type)	Title (Print or Type)	
John W. Miller	President	·

Instruction:

issuer to offerees.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3			4		1	5 litication	
	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item1)			Now hor of	Type of investor and amount purchased in State (Part C-Item 2) Number of Number of					
State	Yes	No		Accredited Investors	Amount	Non-Arcredited Investors	Amount	Yes	No	
AL										
AK			·							
AZ					·				·	
AR										
CA	Х		PARTNERSHIP	13	666,972	1	16,483		Х	
CO		·								
ст										
DE										
DC									· ·	
FL										
GA										
ні										
ID				·						
IL					·					
IN		-								
IA	-				·					
KS			`							
KY										
LA				-						
ME							· ·			
MD				`						
MA										
MI										
MN										
MS										
мо										

APPENDIX

Ī	2		3		•	T	5		
	Intend to sell and aggregate offering price offered in state (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)				amount pui	investor and rchased in State C-Item 2)		under St (if yes explan waiver	lification ate ULOE , attach ation of granted) E-Item1)
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
MT	 	ļ	ļ						
NE	ļ.,,						ļ		
NV									
NH						2 + 12 + 1		. :	
lи									
NM									
NY							·		
NC									
ND									
ОН	Х		PARTNERSHIP	3	50,000	2	30,000		Х
ОК									
OR	Х		PARTNERSHIP	1	25,000				х
PA	х		PARTNERSHIP	1	75,000				х
RI	J. 1882 .								
sc									
SD									
TN									
TX	X		PARTNERSHIP	1	18,750	1	12,500		х
UT									
VT									
VA	-						, ,		
WA									
wv									
wı									
WY									
PR		٦							